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ELIAS C. ALVORD (1942)
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RECORDATION
SECTION
SECRETARY
DEC 20 1993
LAW
COUNSEL
URBANTIA LESTER

December 17, 1993

RECORDATION NO. 18579 FILED 1425

DEC 20 1993 -9 05 AM

Mr. Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

INTERSTATE COMMERCE COMMISSION

RECORDATION NO. 18579 FILED 1425

Dear Mr. Strickland:

DEC 20 1993 -9 05 AM

INTERSTATE COMMERCE COMMISSION

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two duly executed copies each of a Memorandum of Lease and a Memorandum of Assignment of Lease, both dated as of December 17, 1993, the first being a primary document and the other a secondary document related thereto, as defined in the Commission's Rules for the Recordation of Documents under 49 C.F.R. Section 1177.

The names and addresses of the parties to the enclosed document are:

Lessor/Assignor

Debtor:

ACF Industries, Incorporated
3301 Rider Trail South
Earth City, Missouri 63045

Lessee:

Shell Oil Co.
PO Box 2463
Houston, TX 77252-2463

Assignee/

Secured Party:

BA Leasing & Capital Corporation
Four Embarcadero Center, Suite 1200
San Francisco, California 94111

Mr. Sidney L. Strickland, Jr.
December 17, 1993
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A description of the railroad equipment and leases covered by the enclosed documents is attached to each document as Exhibit A.

Also enclosed is a check in the amount of \$36.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return one stamped copy of each of the enclosed documents to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/bg
Enclosures

RECORDATION NO. **18579** FILED 1425

DEC 20 1993 -9 05 AM

INTERSTATE COMMERCE COMMISSION

MEMORANDUM OF LEASES

BETWEEN

ACF INDUSTRIES, INCORPORATED ("LESSOR")

AND

the Lessee identified herein, ("LESSEE")

Filed and recorded with the Interstate Commerce Commission
pursuant to Section 11303, Title 49, United States Code on
December , 1993, at , Recordation No.

[4408-103/CV01.WPF/13NS/4276/38NS]

Memorandum dated as of December 17, 1993 of Leases specified on Exhibit A attached hereto by and between ACF Industries, Incorporated, a New Jersey corporation, ("Lessor") and the Lessee identified on Exhibit A attached hereto, ("Lessee") (as the same have been and may be amended, supplemented, otherwise modified or renewed from time to time, the "Leases").

W I T N E S S E T H:

Pursuant to the Leases, Lessor has agreed to furnish to Lessee, and Lessee has agreed to lease from Lessor certain railcars including the railroad tank cars and covered hopper cars listed on Exhibit A attached hereto.

IN WITNESS WHEREOF, the undersigned has caused this instrument to be signed by its corporate officer as of the date first above written.

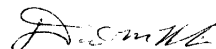
ACF INDUSTRIES, INCORPORATED,

by

Vincent Chast
Title: ASSISTANT TREASURER

STATE OF NEW YORK)
) ss.
COUNTY OF NEW YORK)

On this 15th day of December, 1993, before me personally appeared Umesh Choksi, to me personally known, who being by me duly sworn, says that he is the Director of Finance and Assistant Treasurer of ACF INDUSTRIES, INCORPORATED that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.



NOTARY PUBLIC

My commission expires:

DAVID M BRENSILBER
Notary Public, State of New York
Qualified in New York County
No. 4980938
Commission Expires April 29, 1995

Equipment

Exhibit A

<u>Lessee</u>	<u>Car Service Contract No.</u>	<u>Identifying Numbers (Both Inclusive)</u>	<u>Number of Cars</u>	<u>AAR Designator</u>
SHELL OIL COMPANY	3304098	ACFX 58178	1	C214
SHELL OIL COMPANY	3304098	ACFX 58180 To 58183	4	C214
SHELL OIL COMPANY	3304098	ACFX 58185 To 58188	4	C214
SHELL OIL COMPANY	3304098	ACFX 58191 To 58194	4	C214
SHELL OIL COMPANY	3304099	ACFX 58802 To 58809	8	C214
SHELL OIL COMPANY	3304099	ACFX 58840 To 58851	12	C214
SHELL OIL COMPANY	3304102	ACFX 58066	1	C214
SHELL OIL COMPANY	3304102	ACFX 58139	1	C214
SHELL OIL COMPANY	3304102	ACFX 58144	1	C214